

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

RUST BELT HOLDINGS, L.L.C.

Name of Transferee

Name and Address where notices to transferee should be sent:

RUST BELT HOLDINGS, L.L.C.

PO Box 8155

New York, NY 10150

E-mail: claims@rustbeltholdings.net

with a copy to:

Alice Belisle Eaton

Paul, Weiss, Rifkind, Wharton & Garrison LLP

1285 Avenue of the Americas

New York, NY 10019-6064

Phone (212) 373-3125

Fax (212) 492-0125

aeaton@paulweiss.com

DEUTSCHE BANK AG, LONDON

Name of Transferor

Court Claim # (if known): 16209

Amount of Claim: \$23,100,000.00

Date Claim Filed: September 18, 2009

Name and Address of Transferor:

c/o Deutsche Bank Securities Inc.

60 Wall Street

New York, New York 10005

Attn: Rich Vichaidith

Email: richard.vichaidith@db.com

****PLEASE SEE ATTACHED DOCUMENTS****

Name and Address where transferee payments should be sent (if different from above):

Same as above

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

RUST BELT HOLDINGS, L.L.C.

By:

Name/Title: Alice Eaton, Authorized Signatory

Date: April 21, 2011

EXHIBIT A

Proof of Claim


United States Bankruptcy Court for the Southern District of New York Epiq Bankruptcy Solutions, LLC Attn: Lehman Brothers Holdings Claims Processing 757 Third Avenue, 3 rd Floor New York, NY 10017		PROOF OF CLAIM	
In re: Lehman Brothers Holdings Inc., et al. Debtors.	Case Number: 08-13555 (jointly administered)	UNIQUE IDENTIFICATION NUMBER: 4000003377 Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP) 0000016209	
Name of Debtor Against Which Claim is Held In re: Lehman Brothers Special Financing Inc.		Case No. of Debtor 08-13888	
			
THIS SPACE IS FOR COURT USE ONLY			
Name and addresses where notices should be sent: National Rural Utilities Cooperative Finance Corporation Toby L. Gerber, Esq. Fulbright & Jaworski L.L.P. 2200 Ross Avenue, Suite 2800 Dallas, TX 75201-2784 Telephone number: (214) 855-8000		<input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: <u>3381</u> (if known) Filed on: <u>March 3, 2009</u>	
Name and addresses where payment should be sent (if different from above): Steven L. Lilly Chief Financial Officer National Rural Utilities Cooperative Finance Corporation 2210 Cooperative Way Herndon, VA 20171 Telephone number: (703) 709-6718		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$ 24,670,995 + accrued and unpaid interest - See attached Exhibit A. If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input checked="" type="checkbox"/> Check this box if all or part of your claim is based on a Derivative Contract.* <input type="checkbox"/> Check this box if all or part of your claim is based on a Guarantee* * IF YOUR CLAIM IS BASED ON AMOUNT OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO http://www.lehman-claims.com AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED. <input checked="" type="checkbox"/> Check box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges. Attach itemized statement of interest or charges to this form or on http://www.lehman-claims.com if claim is based on a Derivative Contract or Guarantee.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contribution to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(). Amount entitled to priority: \$ _____	
2. Basis for Claim: Agreement- See attached Exhibit B. (See instruction #2 on reverse side.)		FOR COURT USE ONLY <div style="border: 2px solid black; padding: 10px; text-align: center;"> FILED / RECEIVED SEP 18 2009 EPIQ BANKRUPTCY SOLUTIONS, LLC </div>	
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim. (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearages and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: See attached Exhibits A and B	
Date: September 17, 2009			
Signature: the person filing this claim must sign it. Sign and Print the name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. National Rural Utilities Cooperative Finance Corporation By: <u>Toby Gerber</u> Toby L. Gerber, Authorized Agent		Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.	

EXHIBIT A

EXHIBIT A

Calculation of CFC Claim Value using Market Quotes

National Rural Deal #	LBSFI Deal #	Notional	JP Morgan 9.26.08	BOA/ML 9.26.08	Bank of Tokyo 9.26.08	UBS 9.26.08	Claim Value 9.26.08
169	226602	\$ 500,000,000	Low	\$ 33,918,537	\$ 36,100,793	High	\$ 35,009,665
199	349056	\$ 100,000,000	\$ 944,318	High	Low	\$ 850,000	\$ 897,159
260	2209962	\$ 150,000,000	\$ (3,138,733)	High	\$ (3,285,641)	Low	\$ (3,212,187)
290	2666766	\$ 47,656,500	High	\$ (2,614,615)	Low	\$ (2,670,000)	\$ (2,642,308)
321	3375370	\$ 100,000,000	\$ (4,081,943)	\$ (4,052,358)	Low	High	\$ (4,067,151)
325	3467565	\$ 64,397,500	High	\$ (1,967,728)	Low	\$ (1,990,000)	\$ (1,978,864)
335	3751179	\$ 62,043,500	\$ 670,679	\$ 658,681	Low	High	\$ 664,680
Total		\$ 1,024,097,500	\$ (5,605,679)	\$ 23,819,614	\$ 32,815,152	\$ (3,810,000)	\$ 24,670,995

To compute the claim for each deal, we deleted the high and low value from the four quotes above and averaged the remaining two values.

EXHIBIT B

Documents will be attached to the Derivative Questionnaire.

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

FULBRIGHT TOWER
1301 MCKINNEY, SUITE 5100
HOUSTON, TEXAS 77010-3095
WWW.FULBRIGHT.COM

CMUCHA@FULBRIGHT.COM
DIRECT DIAL: (713) 651-5464

TELEPHONE: (713) 651-5151
FACSIMILE: (713) 651-5246

September 17, 2009

VIA FEDERAL EXPRESS

Epiq Bankruptcy Solutions, LLC
Attn: Lehman Brothers Holdings Claims Processing
757 Third Avenue, 3rd Floor
New York, NY 10017

Re: In re: Lehman Brothers Special Financing Inc., Case no. 08-13888
In re: Lehman Brothers Holdings, Inc., Case no. 08-13555

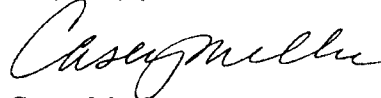
Dear Claims Processing Center:

Enclosed please find an original and one copy of each of National Rural Utilities Cooperative Finance Corporation's amended proofs of claim for filing in the above referenced matters.

Please file the originals and return the file stamped copies to me in the enclosed self addressed Federal Express envelope.

Thank you for your assistance in this matter. Should you have any questions, please don't hesitate to contact me.

Very truly yours,



Casey Mucha
Paralegal

CEM/cem

Enc.

cc: Toby L. Gerber
Mark A. Worden

From: Origin ID: EIXA (713)651-5151
Casey Mucha
Fulbright & Jaworski L.L.P.
1301 McKinney Street
Suite 5100 Fulbright Tower
Houston, TX 770103095



Ship Date: 17SEP09
ActWgt: 1 LB
CAD: 1181514/WBUS0200
Account#: S *****

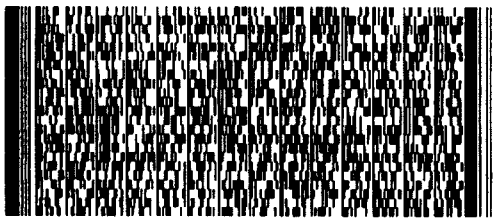
Delivery Address Bar Code



Ref # CM12857/10813363/
Invoice #
PO #
Dept #

SHIP TO: (646)282-2500 BILL SENDER
Epiq Bankruptcy Solutions, LLC
Attn: Lehman Brothers Holdings
757 3rd Ave Frnt 3

New York, NY 100172071

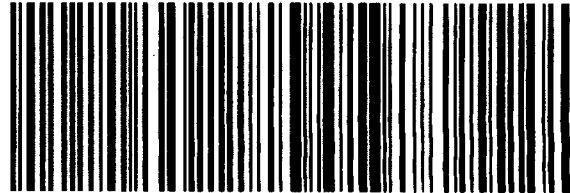


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STANDARD OVERN

XA OGSA

1001'
NY-US
EWR



FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.

EXHIBIT B

Evidence of Transfer from Transferor to Transferee

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court")
Attn: Clerk

AND TO: Lehman Brothers Special Financing Inc. ("Debtor")
Case No. 08-13555 (JMP) (Jointly Administered)

Proof of Claim Number 16209

DEUTSCHE BANK AG, LONDON, its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto:

RUST BELT HOLDINGS, L.L.C.

Address: PO Box 8155
New York, NY 10150
E-mail: claims@rustbeltholdings.net

its successors and assigns ("Buyer"), all right, title and interest in and to \$23,100,000.00 of the Claim of Seller, represented by Proof of Claim Number 16209, against Lehman Brothers Special Financing Inc., in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor (the "Assigned Claim").

Seller hereby waives any objection to the transfer of the Assigned Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Assigned Claim and recognizing the Buyer as the sole owner and holder of the Assigned Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Assigned Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated April 21, 2011.

DEUTSCHE BANK AG, LONDON

RUST BELT HOLDINGS, L.L.C.

By: 

Name:
Title:

Michael G. Sullivan
Managing Director

By: 

Name:
Title:

Alice Eaton
Authorized Signatory

By: _____

Name: Alice Eaton
Title: Authorized Signatory

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court")
Attn: Clerk

AND TO: Lehman Brothers Special Financing Inc. ("Debtor")
Case No. 08-13555 (JMP) (Jointly Administered)

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RUST BELT HOLDINGS, L.L.C.

Address: PO Box 8155
New York, NY 10150
E-mail: claims@rustbeltholdings.net

its successors and assigns ("Buyer"), all right, title and interest in and to \$23,100,000.00 of the Claim of Seller, represented by Proof of Claim Number 16209, against Lehman Brothers Special Financing Inc., in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor (the "Assigned Claim").

Seller hereby waives any objection to the transfer of the Assigned Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Assigned Claim and recognizing the Buyer as the sole owner and holder of the Assigned Claim.


You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Assigned Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated April 21, 2011.

DEUTSCHE BANK AG, LONDON

RUST BELT HOLDINGS, L.L.C.

By: _____
Name:
Title:

By:  _____
Name: Alice Eaton
Title: Authorized Signatory

By: _____
Name:
Title: